

P03000101929

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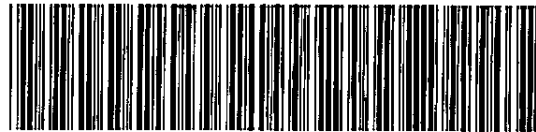
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05 AUG 25 PM 1:21

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Amend

T BROWN AUG 29 2005

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: CEELOX, INC.

DOCUMENT NUMBER: _____

The enclosed *Articles of Amendment* and fee are submitted for filing.

Please return all correspondence concerning this matter to the following: _____

SANTU ROHATGI

(Name of Contact Person)

CEELOX, INC.

(Firm/ Company)

13976 LYNMAR BLVD

(Address)

TAMPA, FL 33626

(City/ State/ and Zip Code)

For further information concerning this matter, please call:

SANTU ROHATGI

(Name of Contact Person)

at (813 769-0918 EXT 20)

(Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount:

☐ \$35 Filing Fee

☐ \$43.75 Filing Fee &
Certificate of Status

☐ \$43.75 Filing Fee &
Certified Copy
(Additional copy is
enclosed)

☐ \$52.50 Filing Fee
Certificate of Status
Certified Copy
(Additional Copy
is enclosed)

Mailing Address

Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Street Address

Amendment Section
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

Articles of Amendment
to
Articles of Incorporation
of

CEELOX, INC.

(Name of corporation as currently filed with the Florida Dept. of State)

P03000101929

(Document number of corporation (if known))

Pursuant to the provisions of section 607.1006, Florida Statutes, this *Florida Profit Corporation* adopts the following amendment(s) to its Articles of Incorporation:

NEW CORPORATE NAME (if changing):

(Must contain the word "corporation," "company," or "incorporated" or the abbreviation "Corp.," "Inc.," or "Co.")
(A professional corporation must contain the word "chartered", "professional association," or the abbreviation "P.A.")

AMENDMENTS ADOPTED- (OTHER THAN NAME CHANGE) Indicate Article Number(s) and/or Article Title(s) being amended, added or deleted: **(BE SPECIFIC)**

ARTICLE THREE — AMENDED

ARTICLE FOUR — AMENDED

ARTICLE FIVE — AMENDED

ARTICLE SEVEN — AMENDED

ARTICLE NINE — AMENDED

ARTICLE THIRTEEN — AMENDED

(Attach additional pages if necessary)

If an amendment provides for exchange, reclassification, or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself: (if not applicable, indicate N/A)

(continued)

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05 AUG 25 PM 1:22
CLERK OF STATE
TALLAHASSEE, FLORIDA

The date of each amendment(s) adoption: AUGUST 18, 2005

Effective date if applicable: _____
(no more than 90 days after amendment file date)

Adoption of Amendment(s) **(CHECK ONE)**


- ☐ The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) by the shareholders was/were sufficient for approval.
- ☐ The amendment(s) was/were approved by the shareholders through voting groups. *The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s):*

"The number of votes cast for the amendment(s) was/were sufficient for approval by

(voting group)

- ☒ The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.
- ☐ The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.

Signed this 23rd day of AUGUST, 2005.

Signature 
(By a director, president or other officer - if directors or officers have not been selected, by an incorporator - if in the hands of a receiver, trustee, or other court appointed fiduciary by that fiduciary)

SANTU ROHATGI

(Typed or printed name of person signing)

CEO -

(Title of person signing)

**AMENDED
ARTICLES OF INCORPORATION
OF
CEELOX CORPORATION**

Pursuant to the provisions of Section 607.1006 of the Florida Business Corporation act, this Corporation adopts the following articles of amendment to its Articles of Incorporation. These amendments were adopted on August 18, 2005, upon the proposal and recommendation of the directors of Ceelox, Inc., and the holders of 100% of the issued and outstanding Class A common stock of Ceelox, Inc.

ARTICLE THREE.

The purpose for which the Corporation is organized is to engage in any activity or business not in conflict with the laws of the State of Florida or of the United States of America, and without limiting the generality of the foregoing, specifically:

- a. To have to exercise all the powers now or hereafter conferred by the laws of the State of Florida upon corporations organized pursuant to the laws under which the corporation is organized and any and all acts amendatory thereof and supplemental thereto.
- b. To conduct and carry on its business or any branch thereof in any state or territory of the United States or in any foreign country in conformity with the laws of such state, territory, or foreign country, and to have and maintain in any state, territory, or foreign country a business office, plant, store or other facility.
- c. The purposes specified herein shall be construed both as purposes and powers and shall be in no way limited or restricted by reference to, or inference from, the terms of any other clause in this or any other article, but the purposes and powers specified in each of the clauses herein shall be regarded as independent purposes and powers, and the enumeration of specific purposes and powers shall not be construed to limit or restrict in any manner the meaning of general terms or of the general powers of the corporation; nor shall the expression of one thing be deemed to exclude another, although it be of like nature not expressed.

ARTICLE FOUR.

Authorized Shares:

4.1 Number and type of Share: The total number of shares of capital stock, which the Corporation has the authority to issue, is Sixty Million (60,000,000).

- (a) The total number of shares of common stock, which the Corporation is authorized to issue, is Fifty Million (55,000,000) and the par value of each share of such common stock is \$0.0001 for an aggregate par value of Five Thousand Five Hundred Dollars (\$5,500) Dollars. The common shares shall all be of one class (B).
- (b) The total number of shares of preferred stock, which the Corporation is authorized to issue, is Five Million (5,000,000) and the par value of each share of such preferred stock is \$0.0001 per share for an aggregate par value of (\$500) Dollars.

4.2 Rights for Preferred Shares: The Board of Directors is expressly authorized to adopt, from time to time, a resolution or resolutions providing for the issue of preferred stock in one or more series. Such resolution(s) shall specify the number of shares in each such series and fix the designations and the powers, preferences and relative, participating, optional and other special rights and the qualifications, limitation and restrictions of the shares of each such series. The authority of the Board of Directors with respect to each such series shall include a determination of the following, which may vary as between the different series of preferred stock:

- (a) The number of shares of constituting the series and any distinctive designation of the series;
- (b) Any dividend rate on the shares of the series, the conditions and dates upon which dividends on such shares shall be payable, the extent, if any, to which dividends on such shares shall be cumulative, and the relative rights of preference, if any, of payment dividends on such shares;
- (c) Whether or not the shares of the series are redeemable and, if redeemable, the time or times during which they shall be redeemable and the amount payable on redemption of such shares, which amount may, but need not, vary according to the time and circumstances of such redemption;
- (d) The amount payable in respect of shares of the series, in the event of any liquidation, dissolution or winding up of this corporation, which amount may, but not need, vary according to the time or circumstances of such action, and the relative rights of preference, if any, of payment of such amount;

- (e) Any requirement as to a sinking fund for the shares of the series, or any requirement as to the redemption, purchase or other retirement by this corporation of the shares of the series;
- (f) The right, if any, to exchange or convert shares of the series into other securities or property, and the rate or basis, time, manner and condition of exchange or conversion;
- (g) The voting rights, if any, to which the holders of shares of the series shall be entitled in addition to the voting rights provided by law; and
- (h) Any other terms, conditions or provisions with respect to the series no inconsistent with the provisions of this ARTICLE FOUR or any resolution adopted by the Board of Directors pursuant to this ARTICLE FOUR.

The number of authorized shares of preferred stock may be increased or decreased by the affirmative vote of the holders of a majority of the stock of this corporation entitled to a vote at a meeting of shareholders. No holder of shares preferred stock of this corporation shall, by a reason of such holding have any preemptive right to subscribe to any additional issue of any stock of any class or series nor to any security convertible into such stock.

4.2 Statement of Rights for Common Shares:

- (a) Subject to any prior rights to receive dividends to which the holders of shares of any series of the preferred stock may be entitled, the holders of shares of common stock shall be entitled to receive dividends, if and when declared payable from time to time by the Board of Directors, from funds legally available for payment of dividends.
- (b) In the event of any dissolution, liquidation or winding up of this corporation, whether voluntary or involuntary, after there shall have been paid to the holders of shares of preferred stock the full amounts to which they shall be entitled, the holders of then outstanding shares of common stock shall be entitled to receive, pro rata, any remaining assets of this corporation available for distribution to its shareholders. The Board of Directors may distribute in kind to the holders of the shares of common stock such remaining assets of this corporation or may sell, transfer or otherwise dispose of all or any part of such remaining assets to any other corporation, trust or entity, and receive payment in cash, stock or obligations of such other corporation, trust or entity or any combination of such cash, stock, or obligations, and may sell all or any part of the consideration so received, and may distribute the

consideration so received or any balance or proceeds of it to holders of the shares of common stock. The voluntary sale, conveyance, lease, exchange or transfer of all or substantially all the property or assets of this corporation (unless in connection with that event the dissolution, liquidation or winding up of this corporation is specifically approved), or the merger of consolidation of this corporation into or with any other corporation, or the merger of any other corporation into it, or any purchase or redemption of shares of stock of this corporation of any class, shall not be deemed to be a dissolution, liquidation or winding up of this corporation for the purpose of this subparagraph (b).

- (c) Except as provided by law or these Amended and Restated Articles with respect to voting by class or series, each outstanding share of common stock of this corporation shall entitle the holder of that share to one vote on each matter submitted to a vote at a meeting of shareholders.
- (d) Such numbers of shares of common stock as may from time to time be required for such purpose shall be reserved for issuance (i) upon conversion of any shares of preferred stock or any obligation of this corporation convertible into shares of common stock and (ii) upon exercise of any options or warrants to purchase shares of common stock.

The corporation's capital stock may be issued and sold from time to time for such consideration (including the conversion of other securities and obligations) as may be fixed by the Board of Directors, provided that the consideration so fixed is not less than par value.

The stockholders shall not possess cumulative voting rights at any shareholders' Meeting called or consent action taken for the purpose of electing a Board of Directors.

ARTICLE FIVE.

5.1 Number: The number of directors of the Corporation shall be subject to the corporation's bylaws (the "Bylaws"). Until changed, the number of directors of the corporation shall be five (5).

5.2 Class and Terms of Directors: There shall be one class of directors, who shall be elected (and/or removed) at the Annual Meeting of the Corporation or at any special meeting called for such purpose by a majority of the shareholders present at such meeting, or pursuant to a consent action signed by a majority of the common shareholders or as otherwise may be provided for in the Bylaws of the Corporation. Each

director shall hold office until such director dies (or is otherwise unable to perform the duties of his or her office), resigns or is removed and replaced by a majority of the shareholders present at such meeting (or otherwise entitled to vote by way of a consent action) with a qualified successor. Each stockholder entitled to vote in an election of Directors may vote, in person or by proxy, the number of shares owned by such stockholder for each Director to be elected; provided, however, stockholders shall not have the right to cumulate their votes.

5.3 Powers of Directors: Subject to the limitations contained in the Articles of Incorporation and the corporation law for the State of Florida concerning corporate action that must be authorized or approved by the shareholders of the corporation, all corporate powers shall be exercised by or under the authority of the Board of Directors, and the business and affairs of the corporation shall be controlled by the Board of Directors.

5.4 Removal of Directors: Directors may be removed from office by a vote or consent action signed by a majority of the common shareholders at any time, without assigning any cause.

5.5. The names and addresses of the current members of the Board of Directors are:

Santu Rohatgi	3001 N. Rocky Point Drive East, Suite 200 Tampa, FL 33607
Ryan K. Rohatgi	3001 N. Rocky Point Drive East, Suite 200 Tampa, FL 33607
William P. Moore	10801 Mastin, Suite 920 Overland Park, KS 66210
Philip E. Tearney	10801 Mastin, Suite 920 Overland Park, KS 66210
Phillip H. Snowden	10801 Mastin, Suite 920 Overland Park, KS 66210

ARTICLE SEVEN.

The name and address of the incorporator of the incorporation are as follows:

Santu Rohatgi	123975 Lynmar Blvd Tampa, FL 33626
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ARTICLE NINE.

9.1 Powers of Board of Directors;

- (a) In furtherance and not in limitation of the powers conferred upon the Board of Directors by statute, the Board of Directors is expressly authorized, without any vote or other action by shareholders other than such as at the time shall be expressly required by statute or by the provisions of these Amended and Restated Articles, as amended, or of the bylaws, to exercise all the powers, rights, and privileges of the corporation (whether expressed or implied in these Amended and Restated Articles or conferred by statute) and to do all acts and things which may be done by the corporation, including, without limiting the generality of the above, the right to:
 - (i) Pursuant to a provision of the bylaws, by resolution adopted by a majority of the actual number of directors elected and qualified, to designate from among its members, an executive committee and one or more other committees, each of which, to the extent provided in that resolution or in the bylaws, shall have and exercise all the authority of the Board of Directors except as otherwise provided by law;
 - (ii) To make, alter, amend or repeal bylaws for the corporation;
 - (iii) To authorize the issuance from time to time of all or any shares of the corporation, now or in the future authorized, part paid receipts or allotment certificates in respect of any such share, and any securities convertible into or exchangeable for any such shares (regardless of whether those shares, receipts, certificates or securities be unissued or issued and subsequently acquired by the corporation), in each case to such corporations, associations, partnerships, firms, individuals or others (without offering those shares of the corporation of any class now or in the future authorized), and for such consideration (equal to or greater than the par value of the shares), and on such terms as the Board of Directors from time to time in its discretion lawfully may determine;
 - (iv) From time to time to create and issue rights or options to subscribe for, purchase or otherwise acquire any shares of stock of the corporation for any class now or in the future authorized or any bonds or other obligations or securities of

the corporation (without offering the same or any part of them to the holders of any shares of the corporation of any class now or in the future authorized);

- (v) In the furtherance and not in limitation of the provisions of the above subdivisions (iii) and (iv), from time to time to establish and amend plans for the distribution among sale to any one or more of the officers or employees of the corporation, or any subsidiary of the corporation, of any shares of stock or other securities of the corporation of any class, or for the grant to any such officers or employees of rights or options to subscribe for, purchase or otherwise acquire any such shares or other securities, without in any case offering those shares or any part of them to the holders of any shares of the corporation of any class now or in the future authorized; such distribution, sale or grant may be in addition to or partly in lieu of the compensation of any such officer or employee and may be made in consideration for or in recognition of services rendered by the officer or employee, or to provide him/her with an incentive to serve or to agree to serve the corporation or any subsidiary of the corporation, or otherwise as the Board of Directors may determine; and
 - (vi) To sell, lease, exchange, mortgage, pledge, or otherwise dispose of or encumber all or any part of the assets of the corporation unless and except to the extent otherwise expressly required by statute.
- (b) The Board of Directors, in its discretion, may from time to time:
- (i) Declare and pay dividends upon the authorized shares of stock of the corporation out of any assets of the corporation out of any assets of the corporation available for dividends, but dividends may be declared and paid upon shares issued as partly paid upon the basis of the percentage of the consideration actually paid on those shares at the time of declaration and payment;
 - (ii) Use and apply any of its assets available for dividends, subject to the provisions of these Amended and Restated Articles, in purchasing or acquiring any of the shares of stock of the corporation; and
 - (iii) Set apart out of its assets available for dividends such sum or sums as the Board of Directors may deem proper, as a

reserve or reserves to meet contingencies, or for equalizing dividends, or for maintaining or increasing the property contingencies, or for equalizing dividends, or for maintaining or increasing the property or business of the corporation, or for any other purpose it may deem conducive to the best interests of the corporation. The Board of Directors in its discretion at any time may increase, diminish or abolish any such reserve in the manner, which it was created.

9.2 Approval of Interested Director or Officer Transactions:

No contract or transaction between the corporation and one or more of the directors or officers, or between the corporation and any other corporation, partnership, association, or other organization in which one or more of its directors or officers are directors or officers, or have a financial interest, shall be void or voidable solely for this reason, or solely because the director or officer is present at or participates in the meeting of the Board or committee thereof which authorizes the contract or transaction, or solely because his/her or their votes are counted for such purpose. If:

(a) The material facts as to his/her interest and as to the contract or transaction are disclosed or are known to the Board of Directors or the committee, and the Board or committee in good faith authorizes the contract or transaction by a vote sufficient for such purpose without counting the vote of the interested director or directors; or

(b) The material facts as to his/her interest and as to the contract or transaction are disclosed or are known to the shareholders entitled to vote thereon, and the contract or transaction is specifically approved in good faith by vote of the shareholders; or

(c) The contract or transaction is fair as to the corporation as of the time it is authorized, approved or ratified, by the Board of Directors, a committee thereof, or the shareholders.

Interested directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or of a committee, which authorizes the contract or transaction.

9.3 Indemnification:

(a) The corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the corporation) by reason of the fact that he/she is or was a director, officer, employee or agent of the corporation, or in

or was serving at the request of the corporation as a director, officer, employee or agent of the corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorney's fees) judgments, fines and amounts paid in settlement actually and reasonably incurred by him/her in connection with such action, suit or proceeding if he/she acted in good faith and in a manner he/she reasonably believe to be in or not opposed to the best interests of the corporation, and, with respect to any criminal action or proceeding, has no reasonable cause to believe his/her conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he/she reasonably believe to be in or not opposed to the best interests of the corporation, and, with respect to any criminal action or proceeding, had reasonable cause to believe that his/her conduct was unlawful.

(b) The corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened or pending or completed action or suit by or in the right of the corporation to procure a officer, employee or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust or other enterprise against expenses (including attorney's fees) actually and reasonably incurred by him/her in connection with the defense or settlement of such action or suit if he/she acted in good faith and in a manner he/she reasonably believe to be in or not opposed to the best interests of the corporation any except that no indemnification shall make in respect of any claim, issue or matter as to which such personal shall have been adjudged to be liable for negligence or misconduct in the performance of his/her duty to the corporation unless and only to the extent that the court in which such action or suit was brought shall determine upon application that, despite the adjunction of liability but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which such other court shall deem proper.

(c) To the extent that any person referred to in paragraphs (a) and (b) of this Section 9.3 has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to therein or in defense of any claim, issue or matter therein, he/she shall be indemnified against expenses (including attorney's fees) actually and reasonably incurred by him/her in connection therewith.

(d) Any indemnification under paragraphs (a) and (b) of this Section 9.3 (unless ordered by a court) shall be made by the corporation only as authorized in the specific case upon a determination that indemnification of the director, officer, employee or agent is proper in the circumstances because he/she has met the applicable standard of conduct set forth in paragraphs (a) and (b) of this Section 9.3. Such determination shall be made (i) by the Board of Directors

by a majority vote of a quorum consisting of directors who were not parties to such action, suit or proceeding, or (ii) if such quorum is not obtainable, or, even if obtainable a quorum of disinterested directors so directs, by independent legal counsel in a written opinion, or (iii) by the shareholders.

(e) Expenses incurred in defending a civil or criminal action, suit or proceeding may be paid by the corporation in advance of the final disposition of such action, suit or proceeding as authorized by the Board of Directors in the specific case upon receipt of an undertaking by or on behalf of the director, officer, employee or agent to repay such amount unless it shall ultimately be determined that he/she is entitled to be indemnified by the corporation as provided in this Article Nine.

(f) The indemnification provided by this Article Nine shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under and statute, bylaw, agreement, vote of shareholders or disinterested directors or otherwise, both as to action in his/her official capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer, employee or agent and shall inure to benefit of the heirs, executors and administrators of such a person.


(g) The corporation shall purchase and maintain appropriate insurance on behalf of any person who is or was a director, officer, employee or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, to provide funding directly or indirectly for the foregoing indemnities and/or any liability asserted against him/her and incurred by him/her in any such capacity, or arising out of his/her status as such, whether or not the corporation would have the power to indemnify him/her against such liability under the provisions of this Article Nine.

(h) For the purposes of this Article Nine, references to "the corporation" include all constituent corporations absorbed in a consolidation or merger as well as the resulting or surviving corporation so that any person who is or was a director, officer, employee or agent of such constituent corporation or is or was serving at the request of such constituent corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise shall stand in the same position under the provisions of this section with respect to the resulting or surviving corporation as he/she would if he/she had served in the resulting or surviving corporation in the same capacity.

ARTICLE THIRTEEN.

Each director or officer shall have personal liability to the corporation and its stockholders for damages for any breach of fiduciary duty as a director or officer, or any acts or omissions which involve intentional misconduct, fraud or a knowing violation of law.

IN WITNESS WHEREOF, the undersigned Secretary of Ceelox, Inc. has hereunto affixed his signature at Tampa, Florida as of the 18th day of August, 2005.



Santu Rohatgi, Secretary of Ceelox, Inc.